UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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    In re   :   Chapter 11
                                            :
DELPHI CORPORATION, et al.,   :   Case No. 05-44481 (RDD)
                                            :
              Debtors.   :   (Jointly Administered)
                                            :
- -x

ORDER TO SHOW CAUSE WHY EXPEDITED MOTION FOR ORDER
(I) RATIFYING AND APPROVING DEBTORS' ENTRY INTO SIXTEENTH
AMENDMENT TO ACCOMMODATION AGREEMENT AND RELATED
DOCUMENTS WITH CERTAIN PARTICIPATING DIP LENDERS
AND (II) AUTHORIZING DEBTORS TO PAY FEES AND
EXPENSES IN CONNECTION THEREWITH SHOULD NOT BE GRANTED

Upon the above-captioned debtors' Expedited Motion For Order (I) Ratifying And

Approving Debtors' Entry Into Sixteenth Amendment To Accommodation Agreement And

Related Documents With Certain Participating DIP Lenders And (II) Authorizing Debtors To

Pay Fees And Expenses In Connection Therewith (the "Motion"),[1] dated July 20, 2009; and upon

the affidavit of Kayalyn A. Marafioti, sworn to July 20, 2009, in support of the application for an

expedited hearing on the Motion; and good cause having been shown, and sufficient cause

appearing therefor, it is hereby

ORDERED that parties-in-interest show cause before the Honorable Robert D.

Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling

Green, Room 610, New York, New York 10004, on July 23, 2009 at 10:00 a.m. (prevailing

Eastern time), why the Motion should not be granted; and it is further

ORDERED that service of this order to show cause and the pleadings on which it

is based shall be made by hand AND by electronic mail (except with respect to the office of the

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[1]   Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Motion.

United States Trustee, who shall be served by hand any by facsimile, and except to the extent

that such e-mail addresses are unknown) as soon as practicable, but in no event later than one

day after the entry hereof, upon (i) the Office of the United States Trustee for the Southern

District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n:

Brian Masumoto); (ii) counsel for the official committee of unsecured creditors, Latham &

Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and

Mark A. Broude); (iii) counsel for GM, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New

York, New York 10153 (Att'n: Jeffrey L. Tanenbaum); (iv) counsel for the agent under the

postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New

York 10017 (Att'n: Donald S. Bernstein and Brian Resnick); (v) counsel for Kensington

International Ltd., Manchester Securities Corp., and Springfield Associates, LLC, Dechert LLP,

1095 Avenue of the Americas, New York, New York 10036-6797 (Att'n Glenn E. Siegel), (vi)

counsel for the Collective of DIP Lenders, Willkie Farr & Gallagher LLP, 787 Seventh Avenue,

New York, New York 10019 (Att'n: Richard Mancino and Marc Abrams); (vii) the United

States Department of Justice, 86 Chambers Street, 3rd Floor, New York, New York 10007 (Att'n:

Matthew L. Schwartz and Joseph N. Cordaro); and (viii) counsel for the United States

Department of the Treasury, Cadwalader, Wickersham & Taft LLP, One World Financial Center,

New York, New York 10281 (Att'n: John J. Rapisardi and Oren B. Haker); and it is further

ORDERED that notice of the Motion also shall be provided in the manner and to

the parties set forth in the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R.

Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain

Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No.

2883), and the Fourteenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R.

Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain

2

Notice, Case Management, And Administrative Procedures, entered May 1, 2009 (Docket No.

16589).

Dated: New York, New York
        July 20, 2009

                                    /s/Robert D. Drain_____
                                    UNITED STATES BANKRUPTCY JUDGE